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LAW OFFICES OF  
LOUIS E. GITOMER

## SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER  
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December 5, 2008

Honorable Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Leases and Assignment Agreements, a primary document, dated as of November 21, 2008. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Leases and Assignment Agreements are:

Lessor:

First National Capital Corporation  
26050 Towne Centre Drive  
Foothill Ranch, CA 92610

Lessee:

R.F.L.A.M., Inc.  
7695 Bond Street  
Glenwillow, OH 44139

Assignee:

People's Capital & Leasing Corp.  
255 Bank St., 4th Floor  
Waterbury, CT 06702

A description of the equipment covered by the Memorandum of Leases and Assignment Agreements consists of one Tie Plate Insertter, S/N: TPI-031-07, two Dual Anchor Spreaders, S/N's: DAS-200-07 and DAS-201-07, one Dual Anchor Adjuster, S/N: DAA-255-07, one Dual Anchor Spreader, S/N: DAS-198-07, one Model 6700S

Honorable Anne K. Quinlan  
December 5, 2008  
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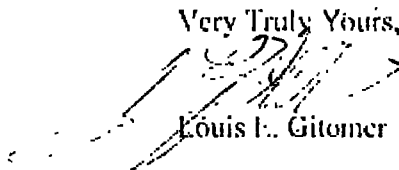
Tamper 6717 STK S/N: 153548, one Dual Anchor Adjuster, S/N: DAA 256-07, and one Ballast Regulator KBR925, S/N: 925-020-08.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Leases and Assignment Agreements among First National Capital Corporation, 26050 Towne Centre Drive, Foothill Ranch, CA 92610, R.E.L.A.M., Inc., 7695 Bond Street, Glenwillow, OH 44139, and People's Capital & Leasing Corp., 255 Bank St., 4th Floor, Waterbury, CT 06702, covering one Tie Plate Inserter, S/N: TPI-031-07, two Dual Anchor Spreaders, S/N's: DAS-200-07 and DAS-201-07, one Dual Anchor Adjuster, S/N: DAA-255-07, one Dual Anchor Spreader, S/N: DAS-198-07, one Model 6700S Tamper 6717 STK S/N: 153548, one Dual Anchor Adjuster, S/N: DAA 256-07, and one Ballast Regulator KBR925, S/N: 925-020-08.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASES AND ASSIGNMENT AGREEMENTS**

dated as of November 21, 2008

among

FIRST NATIONAL CAPITAL CORPORATION  
as Lessor,

R.E.L.A.M., INC.  
as Lessee,

and

PEOPLE'S CAPITAL AND LEASING CORP  
as Assignee

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## **MEMORANDUM OF LEASES AND ASSIGNMENT AGREEMENTS**

THIS MEMORANDUM OF LEASES AND ASSIGNMENT AGREEMENTS is made and entered into as of November 21, 2008, among FIRST NATIONAL CAPITAL CORPORATION, 26050 Towne Centre Drive, Foothill Ranch, CA 92610 ("Lessor"), R.E.L.A.M., INC., 7695 Bond Street, Glenwillow, OH 44139 ("Lessee"), and PEOPLE'S CAPITAL AND LEASING CORP., 255 Bank St., 4th Floor, Waterbury, CT 06702 ("Assignee") with reference to the following:

1. Lessor entered into that certain Master Equipment Lease Agreement dated as of December 11, 2007, as amended, and Equipment Schedule No. 01 dated as of December 11, 2007, as amended, (all referred to as the "2007 Master Lease"), in each case with Lessee, as lessee for certain railroad equipment identified in Schedule 1, attached hereto (the "2007 Equipment").
2. Lessor entered into that certain Master Equipment Lease Agreement dated as of August 27, 2008, as amended, and Equipment Schedule No. 02 dated as of August 27, 2008 (all referred to as the "2008 Master Lease"), in each case with Lessee, as lessee for certain railroad equipment identified in Schedule 1, attached hereto (the "2008 Equipment").
3. Lessor and Assignee have entered into separate Assignment Agreements, each dated as of November 4, 2008 and November 21, 2008 (the "Assignments") pursuant to which Lessor has assigned to Assignee all of its right, title and interest with respect to the 2007 Equipment and 2008 Equipment, as lessor, under the 2007 Master Lease and the 2008 Master Lease, respectively.
4. The purpose of this Memorandum of Leases and Assignment Agreements is to give record notice of and evidence the 2007 Master Lease, the 2008 Master Lease, and the Assignment Agreements with respect to the 2007 Equipment and the 2008 Equipment.
5. This Memorandum of Leases and Assignment Agreements may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Leases and Assignment Agreements.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Leases and Assignment Agreements to be executed as of the date first above written.

FIRST NATIONAL CAPITAL CORPORATION

By: [Signature]  
Name: Keith Duggan  
Title: President

R.E.L.A.M., INC.

By: [Signature] Attorney-In-Fact  
Name: Keith Duggan  
Title: President

PEOPLE'S CAPITAL AND LEASING CORP.

By: Melissa A. Curtis OK 9/7K  
Name: Melissa A. Curtis  
Title: Vice President

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF Orange )

On this 12 day of November, 2008, before me, Lisa Light, the undersigned Notary Public, personally appeared Keith Duggan personally known to me to be the person who executed the within instrument as Keith Duggan on behalf of First National Capital Corporation, and acknowledged to me that the corporation executed it.

[Seal]

Lisa Light  
Notary Public

My commission expires:

Oct 12, 2012



STATE OF CALIFORNIA )  
COUNTY OF Orange ) ss.

On this 12 day of November 2008, before me, Lisa Light, the undersigned Notary Public, personally appeared Keith Duggan personally known to me to be the person who executed the within instrument pursuant to a power of attorney duly executed on behalf of R.E.L.A.M., Inc., and acknowledged to me that the corporation executed it.

[Seal]

Lisa Light  
Notary Public

My commission expires:

Oct. 6, 2012



STATE OF CONNECTICUT )

1) SS.

COUNTY OF \_\_\_\_\_ )

On this 5<sup>th</sup> day of December, 2008, before me, Jeff Jablon the undersigned Notary Public, personally appeared Melissa Curtis, personally known to me to be the person who executed the within instrument as Vice President on behalf of People's Capital and Leasing Corp., and acknowledged to me that the corporation executed it.

[Seal]

Notary Public

**My commission expires:**

**JEFF JABLON**

Notary Public-Connecticut New Haven County  
My Commission Expires March 30, 2012

## SCHEDULE 1

VENDOR	QTY	EQUIPMENT DESCRIPTION
<b>2007 Equipment</b> Racine Railroad Products, Inc.	1	Tie Plate Inserter , S/N: TPI-031-07
Racine Railroad Products, Inc.	2	Dual Anchor Spreader, S/N's: DAS-200-07 and DAS-201-07 or DAS-201
Racine Railroad Products, Inc.	1	Dual Anchor Adjuster, S/N: DAA-255-07
<b>2008 Equipment</b> Harsco Track Technologies	1	Dual Anchor Spreader, S/N: DAS-198-07  Model 6700S Tamper 6717 STK S/N: 153548 auto wkhd option, laser liner install, light system loading, strobe light, auto curve liner v6.0 w/o MPM, ramp opt-V6.0 curveliner, selectable backup alarm, fire extinguisher, W. Coast mirror, surf light cont from CAB (3) T, Seat option, safety glass, standard tamping blade, second light and sensor, non-insulated wheel, foot pedal control option, radio option, with radio (DC/DC), (2) parts books, Operator manuals, MSDS manuals, Cummins Engine Manual, Terrell Pump Drive manuals, Auto Curveliner manuals, and Laser manuals
Racine Railroad Products, Inc.	1	Dual Anchor Adjuster, S/N: DAA 256-07
Knox Kershaw Inc.	1	Ballast Regulator KBR925, S/N: 925-020-07

**First National Capital Corporation**

**26050 Towne Centre Drive**

**Foothill Ranch, CA 92610**

**Tel: (949) 707-2070 Fax: (949) 707-2073**

**LIMITED POWER OF ATTORNEY**

STATE OF OHIO

COUNTY OF CUYAHOGA

KNOW ALL PERSONS BY THESE PRESENTS, that **R.E.L.A.M., INC.**, an Ohio corporation located at 7695 Bond Street, Glenwillow, OH 44139 ("Customer"), hereby appoints and constitutes **First National Capital Corporation** and its employees, agents, and assigns (collectively, "Appointee") its true and lawful attorney, with full power and authority to make and execute any documents and perform any act required to perfect Appointee's security or other interest in any and all equipment or inventory subject to any lease, loan or other financing between Appointee and Customer, including but not limited to executing memoranda of leases or security agreements for filing with the Surface Transportation Board. This power is irrevocable and shall be deemed coupled with an interest.

**R.E.L.A.M., INC.**

By: *DMH*

Print Name: D.M. HEATH

Print Title: V. President

Sworn to and subscribed before me this 31<sup>ST</sup> day of October, 2008

*[Signature]*  
NOTARY PUBLIC

My commission expires. APRIL 24, 2012



LINDA L. ERTEL  
Notary Public - State of Ohio  
My Commission Expires April 24, 2012